

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., et al.,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: September 16, 2013 at 4:00 .m.</b>
	)	<b>Hearing: Schedule if Necessary (Negative Notice)</b>

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**COVER SHEET TO THIRD MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE TIME PERIOD JULY 1, 2013 THROUGH JULY 31, 2013**

Name of Applicant: Orrick, Herrington & Sutcliffe LLP (“Orrick”)

Authorized to Provide Professional Services to: Roger Frankel, Asbestos PI Future Claimants’ Representative (the “FCR”)

Date of Retention: As of May 16, 2013, pursuant to Order entered by the Court on July 31, 2013 [Dkt. No. 30902]

Period for which compensation is sought: July 1, 2013 through July 31, 2013

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$53,120.00

80% of fees to be paid: \$42,496.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 768.94

Total Fees @ 80% and 100% Expenses: \$43,264.94

This is an:  interim  monthly  final application.

The total time expended for fee application preparation during this time period is 9.30 hours, \$4,318.00 in fees, and no expenses for Orrick's fee applications and 5.50 hours, \$2,395.50 in fees, and no expenses for the FCR's other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's third interim fee application for the period July 1-31, 2013, as counsel to Roger Frankel, as FCR. Orrick has previously filed with the Court the following interim fee applications since May 16, 2013:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% &amp; 100% Expenses</u>
First Interim Period May 16-31, 2013	\$68,098.50	\$54,478.80	\$25.30	\$54,504.10
Second Interim Period June 1-30, 2013	\$69,766.50	\$55,813.20	\$4,883.95	\$60,697.15

Orrick has not received any payments from the Debtors as of the date of this filing.

### COMPENSATION SUMMARY

**JULY 1-31, 2013**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Peri Mahaley	Of Counsel, 21 years in position; 34 years relevant experience; 1979, Insurance	\$665	.30	\$199.50
Mary A. Wallace	Of Counsel, 9 years in position; 24 years relevant experience; 1989; Restructuring	\$740	.10	\$74.00
Richard H. Wyron	Partner, 24 years in position; 34 years relevant experience; 1979, Restructuring	\$875	26.70	\$23,362.50
Debra L. Felder	Associate, 11 years in position; 11 years relevant experience; 2002, Restructuring	\$650	40.50	\$26,325.00

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Debra O. Fullem	Bankruptcy Research Specialist	\$270	11.70	\$3,159.00
<b>TOTAL</b>			<b>79.30</b>	<b>\$53,120.00</b>
<b>Blended Rate: \$669.86</b>				

**COMPENSATION BY PROJECT CATEGORY****JULY 1-31, 2013**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals-Orrick	9.30	\$4,318.00
Compensation of Professionals-Other	5.50	\$2,395.50
Insurance	1.80	\$1,512.00
Litigation	58.40	\$42,707.50
Retention of Professionals-Orrick	2.20	\$1,278.00
Retention of Professionals-Other	2.10	\$909.00
<b>TOTAL</b>	<b>79.30</b>	<b>\$53,120.00</b>

**EXPENSE SUMMARY****JULY 1-31, 2013**

<u>Expense Category</u>	<u>Total</u>
Duplicating	\$117.20
Meals	\$16.38 <sup>1</sup>
Parking	\$22.00
Taxi	\$51.30
Travel – Train	\$519.00 <sup>2</sup>
Westlaw	\$43.06
<b>TOTAL EXPENSES</b>	<b>\$768.94</b>

1 Dinner for Richard Wyron in Philadelphia, PA on June 17, 2013.

2 This amount represents round-trip train travel for Richard Wyron (\$246.00) and Debra Felder (\$273.00) from Washington, DC to Philadelphia, PA for the Third Circuit oral argument held on June 17, 2013.

Orrick's Client Charges and Disbursements Policy, effective January 1, 2013, is as follows:

- a. **Duplicating** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.
- b. **Messenger and Courier Service** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.
- c. **Overtime** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.
- d. **Computerized Research** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/*S/ RICHARD H. WYRON*

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Dated: August 26, 2013